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CORPORATIONS — CORPORATE POWERS AND THEIR EXERCISE — INJUNCTION BY MINORITY STOCKHOLDER AGAINST SALE OF STOCK TO ANOTHER CORPORATION. — A telephone company, in pursuance of an unlawful plan to create a monopoly, bought up a majority of the shares of a competing corporation. A stockholder in the second corporation filed a bill against both corporations, seeking to restrain the transfer of the stock on the books of his own corporation, and also the voting on such stock by the purchaser. *Held*, that the prayer of the bill be granted. *Dunbar v. American Tel. & Tel. Co.*, 87 N. E. 521 (Ill.).

For a discussion of a prior decision of the same case, see 20 HARV. L. REV. 495.

CORPORATIONS — FOREIGN CORPORATIONS — EFFECT OF NON-COMPLIANCE WITH STATUTORY PROVISIONS. — The plaintiff, a foreign corporation, operated a mine without complying with a local statute requiring such corporations to file a declaration of purpose, pay a fee, and appoint an agent to accept service. The statute provided that no action could be brought in the courts within the state unless these requirements were complied with. The plaintiff sued the defendant on a contract made within the state. *Held*, that the plaintiff cannot maintain the action. *Cyclone Mining Co. v. Baker Light & Power Co.*, 105 Fed. 996 (Circ. Ct., D. Ore.). See NOTES, p. 593.

CORPORATIONS — STOCKHOLDERS — DUTIES OWED BY THE MAJORITY. — A majority of stockholders some of whom were directors, bought up outstanding claims against the corporation at a discount, and sued for the full price. They had previously prevented the corporation, by their control of the directors, from itself buying up the claims at discount. The minority stockholders intervened. *Held*, that recovery can be had on the claims only for the actual purchase price. *Young v. Columbia Land, etc., Co.*, 99 Pac. 936 (Ore.). See NOTES, p. 591.

CORPORATIONS — STOCKHOLDERS — REDRESS FOR INDIRECT INJURY TO STOCKHOLDER'S INTEREST. — Corporation A secured control of corporation B, and so managed the latter company as to prevent competition and render worthless its stock. The plaintiff, a stockholder in corporation B, sued corporation A for injury to his interest in the corporation. *Held*, that the demurrer to the complaint be sustained, since the injury complained of is to the corporation and not to the plaintiff stockholder. *Ames v. American Telephone & Telegraph Co.*, 166 Fed. 820 (Circ. Ct., D. Mass.). See NOTES, p. 594.

CORPORATIONS — STOCKHOLDERS' INDIVIDUAL LIABILITY TO CORPORATION AND CREDITORS — STOCK REGISTERED IN NAME OF ANOTHER. — A, a stockbroker, purchased partially paid stock for B, which was entered on the books of the corporation in A's name. *Held*, that B is liable for assessments. *Brown v. Artman*, 166 Fed. 485 (C. C., E. D. Pa., Dec. 28, 1908).

The facts were as above. *Held*, that A is liable for assessments. *Brown v. Allebach*, 166 Fed. 488 (C. C., E. D. Pa., Dec. 28, 1908).

It is well settled in this country that when stock is registered in the name of one who is not the real or beneficial owner, both the real owner and the registered owner are liable for unpaid subscriptions. *McKim v. Glenn*, 66 Md. 479. So also both the real and the nominal owners are subject to statutory liabilities. *Ohio Bank v. Hulitt*, 204 U. S. 162. The liability of the nominal owner is based on the fact that he is the stockholder of record; that of the real owner on the ground that he is an undisclosed principal. See COOK, CORPORATIONS, § 253. Since the registered owner, however, has the legal title, it would seem better to consider him a constructive trustee for the real owner. On that theory there could be no direct right of the corporation against the real owner. Such is the English view. *Ex parte Bugg*, 2 Dr. & Sm. 452. But the registered owner has a right of exoneration against the real owner, and this right could be reached by the corporation by equitable execution. The American doctrine allowing a direct right against the real owner is therefore a legal short cut to an equitable result.